

BROUSE McDOWELL, LPA
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	x	Chapter 11
In re:	:	
	:	Case No. 09-50026 (REG)
General Motors Corp., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
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**VERIFIED STATEMENT OF BROUSE McDOWELL
PURSUANT TO BANKRUPTCY RULE 2019**

Brouse McDowell, LPA (“Brouse McDowell”), counsel for the entities (the “Entities”) listed on Exhibit A, attached hereto and incorporated herein by reference, in connection with the above-captioned Chapter 11 cases of General Motors Corp., *et al.*, and related subsidiaries and affiliates (collectively the “Debtors”), makes the following statement (the “Verified Statement”) pursuant to Federal Rule of Bankruptcy Procedure 2019 (“Rule 2019”).

1. I, Marc B. Merklin, am an attorney at law and a partner of Brouse McDowell, LPA, which maintains offices at 388 S. Main Street, Suite 500, Akron, Ohio 44311

2. Brouse McDowell has extensive experience in representing parties in interest in Chapter 11 cases and is qualified to represent the Entities listed on Exhibit A

3. The name and mailing address of each Entity is listed on Exhibit A.

4. Each of the Entities may hold claims against and/or interests in the Debtors' estates arising out of applicable agreements, law, or equity pursuant to their relationship with the Debtors. The specific nature and amount of the claims held by the Entities, if any, will be set forth in proofs of claim filed against the Debtors' estates.

5. The following are the facts and circumstances in connection with Brouse McDowell's employment in these cases. Brouse McDowell represented each of the Entities or their affiliates prior to the Debtors' Chapter 11 cases. Each of the Entities separately requested that Brouse McDowell represent them in connection with the Debtors' Chapter 11 cases. Brouse McDowell also represents the Entities on matters unrelated to these cases. Representation of these Entities with respect to the Debtors does not constitute a committee of any kind.

6. Brouse McDowell has no written contracts of representation with the Entities other than general engagement and retainer letters.

7. The Entities may hold claims against and/or interests in the Debtors' estates in addition to those disclosed herein that do not fall within the scope of Brouse McDowell's representation of such Entities.

8. Brouse McDowell also represents or advises, or may have represented or advised, other parties in interest with respect to the cases that have not been included in the Verified Statement because these parties do not currently intend to appear in the cases or because representations have been concluded.

9. Brouse McDowell will supplement this Verified as necessary.

To the best of my knowledge and belief, I declare that the foregoing is true and correct under penalty of perjury pursuant to 28 U.S.C. §1746.

Executed in Akron, Ohio on June 10, 2009

BROUSE McDOWELL, LPA

/s/ Marc B. Merklin

Marc B. Merklin

BROUSE McDOWELL, LPA

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Counsel for Creditors Listed Herein

750910

CERTIFICATE OF SERVICE

I hereby certify that a true and accurate copy of the foregoing **Verified Statement of Brouse McDowell Pursuant to Bankruptcy Rule 2019** was served on this 15th day of June, 2009, via the Court's ECF system on those parties registered to receive notice.

/s/ Marc B. Merklin

Marc B. Merklin